

DecisionPoint Systems, Inc.
 Form 4
 February 10, 2015

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 TAGLICH MICHAEL N

(Last) (First) (Middle)

C/O DECISIONPOINT SYSTEMS, INC., 8697 RESEARCH DRIVE

(Street)

IRVINE, CA 92618

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

DecisionPoint Systems, Inc. [DPSI]

3. Date of Earliest Transaction (Month/Day/Year)

12/31/2014

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | | | | | 155,516 | I | See Footnote (1) |
| Common Stock | | | | | \$ 112,716 | D | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|-----|--|-----------------|---|--|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount of Underlying Security (Instr. 3 and 4) |
| Series D Convertible Preferred Stock | \$ 0.71 | 12/20/2012 | | P | 30,000 | | 12/20/2012 | <u>(9)</u> | Common Stock | 422,000 |
| Series D Convertible Preferred Stock | \$ 0.71 | 12/20/2012 | | P | 10,000 | | 12/20/2012 | <u>(9)</u> | Common Stock | 140,000 |
| Series D Convertible Preferred Stock | \$ 0.71 | 12/20/2012 | | P | 1,500 | | 12/20/2012 | <u>(9)</u> | Common Stock | 21,000 |
| Series D Convertible Preferred Stock | \$ 0.71 | 12/20/2012 | | P | 3,000 | | 12/20/2012 | <u>(9)</u> | Common Stock | 42,000 |
| Series D Convertible Preferred Stock | \$ 0.71 | 12/20/2012 | | P | 2,000 | | 12/20/2012 | <u>(9)</u> | Common Stock | 28,000 |
| Series D Convertible Preferred Stock | \$ 0.71 | 12/20/2012 | | P | 2,000 | | 12/20/2012 | <u>(9)</u> | Common Stock | 28,000 |
| Warrants (Series D) | \$ 1.1 ⁽³⁾ | 12/31/2012 | | A | 151,343 | | 12/31/2012 | 12/31/2017 | Common Stock | 151,343 |
| Series D Convertible Preferred Stock | \$ 0.71 | 04/22/2014 | | <u>J(10)</u> | 1,116 | | 04/22/2014 | <u>(9)</u> | Common Stock | 15,000 |
| Series D Convertible Preferred Stock | \$ 0.71 | 04/22/2014 | | <u>J(10)</u> | 372 | | 04/22/2014 | <u>(9)</u> | Common Stock | 5,200 |

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| | | | | | | | | |
|--------------------------------------|------------------------|------------|-------------------|---------|------------|------------|--------------|---------|
| Series D Convertible Preferred Stock | \$ 0.71 | 04/22/2014 | J ⁽¹⁰⁾ | 55 | 04/22/2014 | <u>(9)</u> | Common Stock | 77 |
| Series D Convertible Preferred Stock | \$ 0.71 | 04/22/2014 | J ⁽¹⁰⁾ | 111 | 04/22/2014 | <u>(9)</u> | Common Stock | 1,500 |
| Series D Convertible Preferred Stock | \$ 0.71 | 04/22/2014 | J ⁽¹⁰⁾ | 74 | 04/22/2014 | <u>(9)</u> | Common Stock | 1,000 |
| Series D Convertible Preferred Stock | \$ 0.71 | 04/22/2014 | J ⁽¹⁰⁾ | 74 | 04/22/2014 | <u>(9)</u> | Common Stock | 1,000 |
| Series E Convertible Preferred Stock | \$ 0.5 | 11/12/2013 | P | 15,000 | 11/12/2013 | <u>(9)</u> | Common Stock | 300,000 |
| Series D Convertible Preferred Stock | \$ 0.71 | 11/15/2013 | P | 24,943 | 11/15/2013 | <u>(9)</u> | Common Stock | 351,000 |
| Warrants (Series E) | \$ 0.55 ⁽⁸⁾ | 11/22/2013 | A | 200,000 | 11/22/2013 | 11/22/2018 | Common Stock | 200,000 |
| Series E Convertible Preferred Stock | \$ 0.5 | 04/22/2014 | J ⁽¹¹⁾ | 281 | 04/22/2014 | <u>(9)</u> | Common Stock | 5,600 |
| Stock Options (right to buy) | \$ 0.38 | 12/31/2014 | A | 14,211 | 12/31/2014 | 12/31/2017 | Common Stock | 14,211 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| TAGLICH MICHAEL N C/O DECISIONPOINT SYSTEMS, INC. 8697 RESEARCH DRIVE IRVINE, CA 92618 | X | | | |

Signatures

/s/ Michael N.
Taglich

02/10/2015

__Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Securities are held by Michael N. Taglich Keogh-Account. Michael Taglich is the principal of this account.
- (2) Securities are held by Mike Taglich POA Tag/Kent Partnership F/B/O Garlinghouse/M Taglich B Taglich. Michael Taglich has power of attorney over the partnership.
- (3) Mr. Taglich was issued warrants exercisable for 151,343 shares of common stock as compensation for services in connection with the issuer's private placement.
- (4) Securities are held by Michael Taglich as Custodian for Benefit of Hope Taglich UTMA, his minor child.
- (5) Securities are held by Michael Taglich as Custodian For Benefit of Lucy Taglich UTMA NY, his minor child.
- (6) Securities are held by Michael Taglich Custodian for Benefit of Amanda Taglich UTMA NY Until Age 21, his minor child.
- (7) Securities are held by Michael Taglich Custodian for Benefit of Stella Taglich UTMA NY Until Age 21, his minor child.
- (8) Mr. Taglich was issued warrants exercisable for 200,000 shares of common stock as compensation for services in connection with the issuer's private placement.
- (9) The Series D Convertible Preferred Stock and Series E Convertible Preferred Stock may be converted into shares of Common Stock by the holder at any time and has no expiration date.
- (10) Reflects dividends made to holders of Series D Convertible Preferred Stock that was paid (issued) in shares of Series D Convertible Preferred Stock.
- (11) Reflects dividends made to holders of Series E Convertible Preferred Stock that was paid (issued) in shares of Series E Convertible Preferred Stock.
- (12) Securities are held by Michael N. Taglich Claudia Taglich JTWROS

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